

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**

**May 08 1997 8:00am  
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT <b>1997</b>		FLORIDA DEPARTMENT OF STATE <b>Sandra B. Mortham</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # 849882 (6)**  
 1. Corporation Name  
**NEW ENGLAND LIFE INSURANCE COMPANY**



Principal Place of Business <b>1209 ORANGE STREET WILMINGTON DE 19801</b>	Mailing Address <b>501 BOYLSTON ST BOSTON MA 02116-3706</b>
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3. Date Incorporated or Qualified <b>07/31/1981</b>	3a. Date of Last Report <b>04/02/1996</b>
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2. Principal Place of Business 21 <b>501 BOYLSTON ST</b> Suite, Apt. #, etc.	2a. Mailing Address 26 <b>ONE MADISON AVENUE</b> Suite, Apt. #, etc.	4. FEI Number <b>04-2708937</b>	Applied For Not Applicable
22 <b>BOSTON MA</b> City & State	27 <b>AREA 8E9Q</b> City & State	5. Certificate of Status Desired <input type="checkbox"/>	<b>\$8.75</b> Additional Fee Required
23 <b>02116-3706</b> Zip	28 <b>NEW YORK, NY</b> City & State	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	<b>\$5.00</b> May Be Added to Fees
25 <b>USA</b> Country	29 <b>10010</b> Zip	30 <b>USA</b> Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

9. Name and Address of Current Registered Agent <b>INSURANCE COMMISSIONER STATE OF FLORIDA CAPITAL BLDG TALLAHASSEE FL FL 32301</b>		10. Name and Address of New Registered Agent	
81 Name	82 Street Address (P.O. Box Number is Not Acceptable)	83	84 City
			<b>FL</b> 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
Signature typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	<b>SGCD</b> <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>WILSON, HAROLD J</b>	1.2 NAME	
STREET ADDRESS	<b>501 BOYLSTON ST</b>	1.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BOSTON MA</b>	1.4 CITY-ST-ZIP	
TITLE	<b>DCP</b> <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SHAFTO, ROBERT A.</b>	2.2 NAME	
STREET ADDRESS	<b>501 BOYLSTON ST</b>	2.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BOSTON MA</b>	2.4 CITY-ST-ZIP	
TITLE	<b>D</b> <input checked="" type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	<b>KING, KERNAN F.</b>	3.2 NAME	<b>SUSAN C. CRAMPTON</b>
STREET ADDRESS	<b>501 BOYLSTON ST</b>	3.3 STREET ADDRESS	<b>501 BOYLSTON ST</b>
CITY-ST-ZIP	<b>BOSTON MA</b>	3.4 CITY-ST-ZIP	<b>BOSTON MA, 02116</b>
TITLE	<b>D</b> <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>SCHNEIDER, ROBERT E.</b>	4.2 NAME	
STREET ADDRESS	<b>501 BOYLSTON ST</b>	4.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BOSTON MA</b>	4.4 CITY-ST-ZIP	
TITLE	<b>VDT</b> <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	<b>FROST, CHESTER R.</b>	5.2 NAME	
STREET ADDRESS	<b>501 BOYLSTON ST</b>	5.3 STREET ADDRESS	
CITY-ST-ZIP	<b>BOSTON MA</b>	5.4 CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME		6.2 NAME	<b>AT STEVEN J. BRASH</b>
STREET ADDRESS		6.3 STREET ADDRESS	<b>ONE MADISON AVENUE - 8FG</b>
CITY-ST-ZIP		6.4 CITY-ST-ZIP	<b>NEW YORK, NY 10010</b>

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Steven J. Brash **STEVEN J. BRASH** **4/30/97** **(212) 518-2576**  
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)